

Exhibit A

Joshua A. Sussberg, P.C.
Christopher Marcus, P.C.
Christine A. Okike, P.C.
Allyson B. Smith (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS INTERNATIONAL LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

VOYAGER DIGITAL HOLDINGS, INC. *et al.*,

Debtors.

VOYAGER DIGITAL HOLDINGS, INC. *et al.*,

Plaintiffs,

v.

PIERCE ROBERTSON *et al.*,

Defendants.

Chapter 11

Case No. 22-10943 (MEW)
(Jointly Administered)

Adversary Proceeding No. 22-01138

**STIPULATION AND AGREED ORDER RESOLVING ADVERSARY
PROCEEDING NO: 22-01138**

This *Stipulation and Agreed Order Resolving Debtors' Adversary Complaint to Extend the Automatic Stay or, in the Alternative, for Injunctive Relief Enjoining Prosecution of Certain Pending Litigation* ("Stipulation and Order") is being entered into between (i) Pierce Robertson, Rachel Gold, Sanford Gold, Rahil Sayed, Christopher Ehrentraut, Todd Manganiello, Dan Newsom, William Ayer, Anthony Dorn, Dameco Gates, Marshall Peters, and Edwin Garrison (together, the "Customers"), (ii) the above captioned Debtors (the "Debtors"), and (iii) Stephen

Ehrlich (“Mr. Ehrlich”). The Customers, the Debtors, and Mr. Ehrlich are each a “Party” and collectively, the “Parties.”

RECITALS

WHEREAS, on July 5, 2022 (the “Petition Date”), each Debtor commenced a voluntary case (the “Bankruptcy”) under chapter 11 of title 11 of the United States Code (as amended, the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court” or “Court”);

WHEREAS, on August 10, 2022, the Customers filed a complaint (the “Robertson Complaint”) in the United States District Court for the Southern District of Florida, captioned *Robertson, et al. v. Cuban, et al.*, No. 1:22-cv-22538-RKA (S.D. Fla.), naming Mark Cuban (“Cuban”) and Dallas Basketball Limited d/b/a the Dallas Mavericks (together with Cuban, the “Cuban Parties”), along with Stephen Ehrlich, the co-founder and Chief Executive Officer of the Debtors, as a defendant (the “Robertson Action”);

WHEREAS, on August 22, 2022, the Debtors commenced this adversary proceeding (Dkt. 1) (the “Adversary Proceeding”), seeking to (i) extend the protections of 11 U.S.C. § 362 to the Robertson Action, or in the alternative, (ii) enjoin pursuant to 11 U.S.C. § 105(a), further proceedings in the matter pending in the Robertson Action. On the same date, the Debtors filed a Motion to Extend the Automatic Stay or, in the Alternative, for Injunctive Relief Enjoining Prosecution of Certain Pending Litigation (Dkt. 2) (the “Stay Motion”).

WHEREAS, on October 3, 2022, the Customers filed an objection to the Stay Motion (Dkt. 18) (the “Objection”) and, in connection with the Objection, on October 7, 2022, they filed as Exhibit A to the Objection, a proposed amended version of the complaint in the Robertson Action (the “Amended Complaint”), also naming Stephen Ehrlich as a defendant; and

WHEREAS, the Stay Motion is scheduled to be heard by the Bankruptcy Court on October 19, 2022.

STIPULATION AND AGREED ORDER

In an effort to avoid unnecessary litigation regarding the Adversary Proceeding, the Robertson Action, and related motions, the Debtors, the Customers, Mr. Ehrlich, and the Customers' counsel jointly stipulate, and the Court adopts such joint stipulation and **ORDERS** as follows:

1. Dismissal of Stephen Ehrlich as a Defendant in the Robertson Action: On or before October 21, 2022, the Customers, through their counsel, shall file all necessary pleadings in the Robertson Action to dismiss, with prejudice, Mr. Ehrlich as a defendant in the Robertson Action, the Parties to bear their own costs and attorneys' fees. All claims against Mr. Ehrlich in the Robertson Action shall be dismissed, with prejudice (the "Dismissal Order"). Counsel for the Customers also covenant that neither they nor others associated with Counsel will seek to file claims that arise from or relate in any way to the allegations in the Robertson Complaint or Amended Complaint against any other officers, directors, or employees of the Debtors, on behalf of any current or former Voyager customers or shareholders.

2. Reservation of Rights. As described in the Debtors' Plan of Reorganization (the "Plan"), Mr. Ehrlich provided the Special Committee of the Board of Directors and the Official Committee of Unsecured Creditors with a financial disclosure as part of the Bankruptcy. In connection with this Stipulation and Order, Mr. Ehrlich also provided counsel to the Customers with a financial disclosures, bates stamped VOY-INV-00046163 - 46165 (the "Ehrlich Financial Disclosure"). If and only if, as described in the Plan, any court of competent jurisdiction enters a final and non-appealable judgment determining that the Ehrlich Financial Disclosure is materially inaccurate,

the Customers shall be permitted to reinstate the claims against Mr. Ehrlich and add him as a defendant to the Robertson Action. In such case, any applicable statutes of limitations or repose shall relate back to the August 10, 2022 filing date of the initial complaint in the Robertson Action.

3. Continuance of the Robertson Action Without Ehrlich. The Debtors and Mr. Ehrlich agree that, upon entry of the Dismissal Order, the Customers may resume prosecution of the Robertson Action against the Cuban Parties immediately. Neither the Debtors nor Mr. Ehrlich shall oppose any request by The Moskowitz Law Firm, PLLC and Boies Schiller Flexner LLP to be appointed as Interim Co-Lead Class Counsel in the Robertson Action under Federal Rule of Civil Procedure 23(g)(1)(A).

4. Dismissal of this Action: Based on the covenant in Paragraph 1, the Debtors voluntarily dismiss this Adversary Proceeding, with prejudice, the parties to bear their own costs and attorneys' fees.

5. Retention of Jurisdiction: This Court shall retain exclusive jurisdiction to interpret and enforce the provisions of this Stipulation and Order in all respects, and concurrent jurisdiction with the Court presiding over the Robertson Action with respect to paragraph 3 of this Stipulation and Order, and further to hear and determine all matters arising from the construction and implementation of this Stipulation and Order.

AGREED TO BY:

Dated: October 18, 2022

PACHULSKI STANG ZIEHL & JONES LLP

/s/ *Jason Rosell*

Richard M. Pachulski (admitted *pro hac vice*)
Alan J. Kornfeld
Debra I. Grassgreen (admitted *pro hac vice*)
Jason H. Rosell
10100 Santa Monica Boulevard, 13th Floor
Los Angeles, CA 90067
Telephone: (212) 561-7700
Email: rpachulski@pszjlaw.com
akornfeld@pszjlaw.com
dgrassgreen@pszjlaw.com
jrosell@pszjlaw.com

Counsel to Pierce Robertson

THE MOSKOWITZ LAW FIRM, PLLC

/s/ *Adam Moskowitz*

Adam M. Moskowitz
Florida Bar No. 984280
adam@moskowitz-law.com
Joseph M. Kaye
Florida Bar No. 117520
joseph@moskowitz-law.com
Barbara C. Lewis
barbara@moskowitz-law.com
Florida Bar No. 118114
THE MOSKOWITZ LAW FIRM, PLLC
2 Alhambra Plaza, Suite 601
Coral Gables, FL 33134
Telephone: (305) 740-1423

*Counsel to Rachel Gold, Sanford Gold, Rahil
Sayed, Christopher Ehrentraut, Todd Manganiello,
Dan Newsom, William Ayer, Anthony Dorn,
Dameco Gates, Marshall Peters, and Edwin
Garrison*

KIRKLAND & ELLIS LLP

/s/ Michael Slade

Joshua Sussberg, P.C.
Christopher Marcus, P.C.
Christine Okike, P.C.
Allyson B. Smith (admitted *pro hac vice*)
601 Lexington Avenue
New York, NY 10022
Tel: 212-446-4800

Michael B. Slade (*pro hac vice*)
Richard U.S. Howell, P.C. (*pro hac vice*)
300 N. LaSalle Drive
Chicago, IL 60654
Tel: 312-862-2000

Counsel to the Debtors

DAY PITNEY LLP

/s/ Joshua Cohen

Daniel L. Schwartz
Joshua W. Cohen
One Stamford Plaza, 7th Floor
263 Tresser Boulevard
Stamford, CT 06901
Tel: 203-977-7536

Counsel to Stephen Ehrlich

SO ORDERED:

New York, New York
Date: _____, 2022

THE HONORABLE MICHAEL E. WILES
UNITED STATES BANKRUPTCY JUDGE